

ILLINOIS TOOL WORKS INC
Form 4
February 02, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZENTMYER HUGH J

2. Issuer Name and Ticker or Trading Symbol
ILLINOIS TOOL WORKS INC
[ITW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3600 W. LAKE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

GLENVIEW, IL 60026-1215

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u> <u>(2)</u>	08/08/1998		A		0	A	\$ 0	7,035	D	
Common Stock <u>(3)</u>	08/08/1998		A		0	A	\$ 0	11,014	I	See Footnote <u>(3)</u>
Common Stock <u>(4)</u>	12/31/2005		A		31	A	\$ 0	7,906	I	See Footnote <u>(4)</u>
Common Stock <u>(5)</u>	08/08/1998		A		0	A	\$ 0	325	I	See Footnote <u>(5)</u>

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Common Stock <u>(6)</u>	08/08/1998	A	0	A	\$ 0	2,000	I	See Footnote <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option <u>(7)</u>	\$ 55.875	12/15/2000		A	60,000	12/15/2001	12/15/2010	Common Stock	60,000
Employee Stock Option <u>(7)</u>	\$ 62.25	12/14/2001		A	50,000	12/14/2002	12/14/2011	Common Stock	50,000
Employee Stock Option <u>(7)</u>	\$ 94.26	12/10/2004		A	40,000	12/10/2005	12/10/2014	Common Stock	40,000
Employee Stock Option <u>(8)</u>	\$ 84.16	02/01/2006		A	40,000	12/07/2006	02/01/2016	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZENTMYER HUGH J 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215			Executive Vice President	

Signatures

Hugh J. Zentmyer by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary
Attorney-In-Fact POA on File

02/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes grant of restricted stock that vested over a 3 year period: 12/16/2003, 12/16/2004, and 12/16/2005.
- (2) Includes grant of restricted stockvesting over a 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.
- (3) Shares held by my spouse in the Diane J. Zentmyer Trust.
- (4) Includes shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 12/31/2005.
- (5) Shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.
- (6) Shares held in the Hugh J. Zentmyer Revocable Trust -- Hugh J. Zentmyer, Trustee.
- (7) Options vest in four equal annual installments beginning one year from date of grant.
- (8) Options vest in four equal annual installments beginning in each December following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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